

HM #35 "The Power of Grayskull"  
Written by Dean Stefan (SE: DS)  
SECOND DRAFT 2/10/03

Fade in:

**EXT. CASTLE GRAYSKULL - ANCIENT TIMES**

SHADOWY CANTED ANGLE - A HE-MAN figure (though it's actually KING GRAYSKULL) in ancient snake armor battles a few SNAKE MEN from atop a prehistorically massive GREEN ETERNIAN LION!

SNAKE MEN run off in retreat -- as in an OTS SHOT - KING GRAYSKULL looks up, as a FALCON soars past above & calls down. <<NOTE: this should all be surreal and dreamlike>>

Veena  
(echoey) Beware a graver danger!

CLOSE ON KING GRAYSKULL - he turns and we catch his barbarian face for the first time -- it's the mighty KING GRAYSKULL! He raises his sword over his shoulder, two handed.

REVERSE - cool intro of HORDAK -- sinister, canted angle. In shadowy b.g behind him: LEECH, MANTENNA, GRIZZLOR.

Hordak  
(echoey) <sinister laughter> Eternia  
will be mine!

REVERSE ON KING GRAYSKULL -- canted, coming at CAMERA.

King grayskull  
(echoey) Noooo!

**Int adam's sleep chamber - night**

CLOSE ON ADAM - he startles awake, bolts upright at CAMERA.

Adam  
...Ah heh!

ANGLE - ADAM is sweating, breathing hard. He looks around as WE INCLUDE CRINGER - lying nearby, raises his head alarmed.

ADAM  
Just a dream, Cringer...

SORCERESS's IMAGE is supered over the scene.--

Sorceress  
I fear it is more than that, Prince  
Adam. You must come to Grayskull at  
once.

**INT. SNAKE MOUNTAIN - same time**

SKELETOR - near his throne, is blasting his Havoc Staff OS.

Skeletor  
Idiotic...pathetic...fools!

TRAPJAW and BEASTMAN - singed and dodging Havoc Blasts.

SKELETOR - furious, about to let loose another blast when...Hordak's voice booms in, dropping Skeletor to his knees (think Clark Kent being summoned by Lex Luthor's high frequency call in Superman I).

Hordak (VO)  
(echoey, booming) Skeletor!

SKELETOR  
Arrrrgggghhhh....

BEASTMAN & TRAPJAW exchange a puzzled relieved look -- (they didn't hear anything, but Skel's fallen and stopped blasting them) They start backing up for the door...then race out.

ON SKELETOR - he looks up and around, surprised and spooked.  
<<This is first time Skel has heard from Hordak since his Keldor-Skeletor creation in 32.>>

Skeletor  
(shock, puzzlement) Hordak!!?

HORDAK  
My forces are gathered. Everything  
is in place. It is time.

WIDE- DOWN ANGLE ON SKELETOR - nervous, as he gets up, addresses the OS Hordak, looking all around.

SkeleTOR  
(stalling, nervous) Time?

A MAGIC WINDOW ripples into view...PUSH IN: <<<flashback  
SHOTS: KELDOR holding his acidy face after the attack on Hall of Wisdom...HORDAK shooting out beams of dark light.....KELDOR becoming SKELETOR>>>>>

HORDAK (vo over FLASHBACK)  
When I saved your life...I told you  
there would be a price.

BACK ON SCENE: MATCHING ON SKELETOR -- expectant, nervous.

Hordak  
Go to my former sanctuary and use

the magic within to free me from  
this accursed dimension.

SKELETOR - evil wheels turning -- maybe Hordak is powerless.

Skeletor  
(casually) And if I refuse?

SKEL suddenly drops to his knees again & grabs at his face in pain, as sizzling acid vapors rise up between his fingers.

HORDAK (VO)  
Then I take back the life I have  
given you.

SKELETOR  
<grabs at face, in pain> Yes... I  
will do as you wish!

**EXT. GRAYSKULL - later**

PUSHING IN...as we hear:

Sorceress (Vo)  
I am still weak from King Hiss'  
venom. There is much I cannot see.

**INT. Grayskull - MAIN CHAMBER - cont.**

ADAM looking troubled, as we PAN TO SORCERESS in thoughtful mood, crossing to a window, till she's OTS, looking out.

Sorceress  
Yet I sense that this dream of yours  
has grave meaning.

ADAM - troubled and confused.

ADAM - holds his sword in front of him, looks at his reflection in the sword.

SORCERESS - observing him, letting him rant.

DOWN ANGLE ON ADAM - in the vast chamber, looks around at the walls of the castle, arms wide, questioning.

CLOSE ON SORCERESS - realizing something.

Sorceress  
Perhaps the answers lie deep in the  
past.

ADAM looks puzzled, as WE PAN TO SORCERESS - points her staff

at an ANCIENT STONE DOORWAY WITH GRAYSKULL INSIGNIA on it --  
it opens in a cool way: interlocking boulders/panels /etc.

ON OPEN DOORWAY - leading to a very long ancient corridor.  
SORCERESS heads that way...& a puzzled ADAM follows.

**Ext. Snake mountain - same time**

TRAPJAW and BEASTMAN standing on rocky, lava-strewn terrain  
outside Snake Mountain... feeding a couple of BM'S Griffins.  
They look up as they hear THUNDER OF HOOVES, to see:

SKELETOR - on his RAM CHARIOT its nostrils shooting smoke,  
tearing out of Snake Mountain in their direction.

ANGLE - BEASTMAN calls out, but SKELETOR plows past, BEASTMAN  
and TRAPJAW getting whumped & knocked clear by the chariot.

Beastman/beastman and trapjaw  
Hey Where ya goin', Skele--  
/UNNNFFFH!!

TRAPJAW lands hard near EVIL-LYN, who's lazing on a boulder  
nearby. She's seen all this.

Trapjaw  
(frowns) Skeletor's in one of his  
moods today.

EVIL-LYN curiously watches Skeletor gallop off, the heads OS.

Evil-lyn  
(sly) Yes. He is.

BEASTMAN is getting up, behind him is one of the Griffins.  
EVIL-LYN enters & shoves BM back down...then leaps up on a  
Griffin and starts to fly off, smirking:

**Int. GRAYSKULL - KING GRAYSKULL'S CHAMBER - day**

A LARGE DARK ROOM - SORCERESS enters shot -- waves her hand &  
TORCHES ON THE WALL flame up REVEALING we're in what was once  
the old throne room of King Grayskull.<<Except it was perhaps  
changed to a memorial to King Grayskull -- by the Elders,  
after he was gone -- but before Hall of Wisdom was built.>>>

Sorceress  
No mortal has entered this chamber  
in an eon.

As ADAM steps in, she points to a statue. It's KING  
GRAYSKULL. <in regular He-Man apparel>> Perhaps this is one  
of 3 statues of him, depicting different battle gears - one

in regular He-Man apparel, out in front. And behind that, one in special snake armor and one in Horde Armor.>>

Adam  
That's the guy in my dreams. Looks like He-Man, but different...

Sorceress  
Your ancestor...King Grayskull.

ADAM  
(surprised) -- There was a *King* Grayskull? So that means, this castle...

Sorceress  
(nods) Was once his. The very seat of his kingdom.

As ADAM absorbs this shocking news, SORCERESS points at the STATUE. PUSH IN...WHIRLY DISSOLVE ON THE STATUE, as we:

**EXT. castle GRAYSKULL - ANCIENT TIMES**

MATCHING ON KING GRAYSKULL - He looks concerned. We see that his sword harness is empty. As we pull back a bit, we see he's on the open drawbridge of a gleaming pristine Castle Grayskull. <<NOTE: There is NO ABYSS at this point.>>> In the distance we hear BATTLE SOUNDS. <<NOTE: It should come across that Grayskull is good and pure of heart.>

King grayskull  
When my sword was lost in battle with the Snake Men, I had hoped it was a sign...that a time of peace was upon us.

WIDEN TO THE COUNCIL MEMBERS (not immortal Elders yet, they look more like warriors - dressed in garb similar to Grayskull) gathered around him. Grayskull's outfit, save the cloak, is identical to He-Man's in the pilot.

Council member aka Elder  
Sadly, my king, that time has not yet come. Even now the forces of evil are clashing. One will emerge victorious and then the true battle for Eternia will be upon us.

CLOSE ON GRAYSKULL - resolute, though saddened.

Grayskull  
Though I yearn for nothing more than an Eternia free of bloodshed -- if

battle I must, then battle I will.

**EXT. ROCKY TERRAIN and valley - ANCIENT TIMES**

IN A VALLEY - A HORDE TROOPER charges CAMERA, then REVEAL he's attacking a SNAKE MAN, who ducks to avoid, then spins & whomps the Trooper OS. PAN TO TROOPER #2 who lops off the tail off another Snake Man. In b.g other Horde Troopers and Snake Men clash and charge past.

DRAMATIC ON HORDAK - upon a ridge overlooking a valley <he's in some kinda cool Horde Vehicle>>> as MANTENNA & LEECH rush past him & charge into the valley, issuing BATTLE CRIES. GRIZZLOR stays behind, beside Hordak, watching -- very cool and imposing -- a real Badass. He is Hordak's big gun...

IN VALLEY - LEECH does fantastic leap thru the air while sucking 4 SNAKE MEN towards his pads....then quickly retracts his pads sending SNAKE MEN flying. (like vacuuming a rock & then whipping it into the air before it sucks into the tube.)

LEECH still-mid leap, gloats as suddenly, a TONGUE shoots out & grabs him out of the air from behind. REVEAL TUNG LASHOR has LEECH in the grasp of his long tongue.

MANTENNA - has his eyes-stalks raised & is sending out beams. <maybe his beams weaken opponents by making them fall down> is suddenly attacked by RATTOR in some TBD badass way.

HORDAK nods to GRIZZLOR --who smiles evilly -- he loves this stuff. GRIZZLOR leaps thru the air towards valley, hurling a battle mace with one hand, even as he fires his double crossbow -- an arrow attached to a rope....with the other.

THE BATTLE MACE whomps RATTOR...knocking him back...WHIP PAN...even as ARROWED ROPE snags TUNG LASHOR's tongue...

As GRIZZLOR lands, he whips the rope with the tongue in it, sending TUNG hurtling into 4 SNAKE MEN, downing them all.

RACK FOCUS - KING HISS sees this & frowns..bursts into multi-head Form & issues a SCREECHING HISS, and in response...

ON VALLEY - SNAKE MEN slither up from rocky cracks, crevices, and holes in the valley...

WIDE - we see a whole bunch of SNAKE MEN coming at CAMERA-- their numbers now far greater than the Horde. <<some simple shot or two to avoid a design nightmare>>>

KING HISS calls out.

HORDAK opens his hand & out hovers a crystal shard that glows

with sinister energy. <<Cahlegus is from the Latin for dark>>

THE SHARD rises up & shatters shooting out MAGICAL FX that disperses over the landscape: the Valley, Snake Men, Hiss.

SNAKE MEN - their snake skin starts SIZZLING and BURNING - SIZZLE FX - vapors rising from their skins!

KING HISS surprised, fearful as his skin too starts sizzling.

HORDAK - delights in the sights and sounds of his enemies torment...SIZZLE FX and then raises his staff again.

HORDAK dramatically shoots a beam from his staff at the ground. We hear RUMBLING!

QUICK SHOTS: Hordak-like faces, apparitions rise up from the earth & swallow the sizzling snake men into the ground...

RATTOR, TUNG LASHOR, SSSQUEEZE & SNAKE MEN are swallowed up.

KING HISS - sizzling, in torment, resisting, as a giant Hordak-face starts swallowing him as well!

**Int. GRAYSKULL - king grayskull's chamber - present day**

BACK ON ADAM - awed by all this.

Adam  
(awed) Whoa...Hordak defeated the  
Snake Men. I never -- (remembering)  
Hordak was in my dream.

SORCERESS nods thoughtfully, pondering...

SorcereSS  
Perhaps the past and present, your  
dreams and destiny are more  
intertwined than we know. We must  
discover how.

SORCERESS takes a few steps, points to a painting on the wall: large dramatic painting of PRISTINE CASTLE GRAYSKULL in its heyday (NOTE: there's no abyss around it>> SWIRL FX:

**EXT. ROCKY TERRAIN and valley, ANCIENT ETERNIA -**

CASTLE GRAYSKULL....then PULL WAY BACK and RACK FOCUS TO HORDAK in f.g. - upon his cool vehicle, as MANTENNA, GRIZZLOR and LEECH -- battleweary, tattered, surround him. <<INCLUDE - A FALCON landing upon a tree in b.g. watching this.>>

Hordak  
With King Hiss defeated, the true

prize is now within my reach...the  
conquest of Eternia!

CALIX <<Latin for glass or stone>>> a member of the Horde  
(but not for long) approaches nervously. <NOTE: CALIX has  
brittle "stone" body & head ala "The Thing" from Fantastic 4>

Calix  
Forgive me, great Hordak. But  
perhaps now is not the time. The  
clash with the Snake Men has left  
our forces depleted.

HORDE looks over his battleweary HORDE, then looks out to the  
valley: many fallen, bedraggled & wounded HORDE TROOPERS.

HORDAK - takes this in -- his battle-scarred grouped, not  
very large in number -- as CALIX stands there nervously.

Hordak  
That is good counsel, Calix.

CALIX looks relieved. But then HORDAK uses his staff & BLASTS  
CALIX, blowing his stone form apart!(Hordak = one evil dude!)

Hordak  
But I so hate bad news.

MANTENNA and LEECH - exchange a nervous look. GRIZZLOR  
smiles -- he loves this stuff.

**EXT. ROOF OF CASTLE GRAYSKULL - ancient times, cont.**

KING GRAYSKULL is upon the roof of the Castle -- weapon at  
the ready...surrounded by Ancient Royal Warriors who are  
behind ANCIENT ETERNIAN CANNONS -- gazing out, ready for  
anything. (perhaps these are soon-to-be Elder-Council Members  
we saw earlier in warrior garb. Either way, these are NEW  
designs - befitting King Grayskull's time.) <<<NOTE: the BIG  
LION is resting nearby. >>

OVERHEAD - something is flying in...KING GRAYSKULL & the  
others look up & urgently get on their guard...one Warrior  
aims his cannon. Grayskull suddenly realizes what's  
approaching and calls out:

REVEAL - A FALCON (the one we saw earlier) flies down and  
alights.

Grayskull  
Veena.

THE FALCON ...TRANSFORMS into a woman -- who looks somewhat  
like the Sorceress. It's VEENA. <<from the Latin for magic>).



She comes to him. In b.g. COUNCIL MEMBERS are standing by.

Veena

Hordak has put off his attack. But  
attack he will...in a matter of  
days.

GRAYSKULL shakes his head; he is very virtuous & peaceloving.

GRAYSKULL

<SIGH> And so there will be more  
bloodshed. (troubled) If only there  
was another way...

VEENA takes his hand.

VEENA

If there was, you would have found  
it. (smiles) Never was there a  
heart as pure and good as yours, my  
husband.

GRAYSKULL -- looks at his wife -- his mood is intent, dire.

GRAYSKULL

I must act. You must help me.

VEENA - looks at him a long look, then turns away and looks  
out from the rooftop.

Veena

If you choose this path...there is  
no turning back. And...you may  
perish.

GRAYSKULL moves in behind her.

GRAYSKULL

And if I do not, then all of Eternia  
shall perish.

VEENA nods with sad resignation -- turns and looks at him,  
love and sadness in her eyes.

Veena

Go then and find the Oracle of  
Zalesia. He alone can give you the  
knowledge you seek.

GRAYSKULL - nods, holds his wife's eyes a beat, then turns --  
as he does the BIG LION crosses to him.

GRAYSKULL

Then let it be done.

GRAYSKULL dramatically mounts the lion, which ROARS up and leaps off the rooftop.

OTS VEENA - as Grayskull bounds off atop the lion, hits the ground & races away from Castle Grayskull.

**Ext. CITY OF ZALESIA, ANCIENT TIMES - soon**

GRAYSKULL gallops upon his LION....pausing to look as he passes the CITY OF ZALESIA...ala ancient Greece or Rome --  
<<NOTE: This should hook up with the Zalesian ruins we see in LESSONS>> as he addresses his lion.

King grayskull  
The city of Zalesia.

VEENA's image appears supered (ala the Sorceress)

Veena (VO)  
It is deep in the woods that you  
will find the Oracle, my husband. In  
a place far beyond the reach of my  
magic.

He looks around, then CAMERA PIVOTS TO OS KING GRAYSKULL - as he heads for adjacent dark woods, and perhaps a meeting with destiny. He ventures forth and into the dark woods...

**Ext. zalesia WOODS - DAY, then night**

GRAYSKULL gallops thru the ever darkening thickening woods. Dappled light...LEAVES & TREES...a furry creature in f.g.

LATER, DARKNESS -- A FEW SHOTS - as GRAYSKULL gallops on further. past dark gnarled trees....and then he sees it...

A GLEAMING MARBLE GRECO-ROMAN staircase in a clearing. A LARGE ETERNIAN MOON shining down from above. A huge cape flows down over the steps, above it a HUGE WIZARD HAT tipped forward, as if covering the head of huge sleeping Oracle.

GRAYSKULL - dismounts and approaches the bottom of the staircase, and calls up, reverently.

Grayskull  
(calls) Oh, great Oracle...I seek  
your help.

A LITTLE TRAPDOOR opens in the huge wizard hat & a little

Orko-like guy, with long flowing beard zips out: THE ORACLE.  
<<small version of a wizard hat on his head, mysterious rune symbol on his robe.>> Flies down, hovers near Grayskull.

Oracle  
That's what I'm here for!

GRAYSKULL - taken aback.

GRAYSKULL  
You...are the Oracle? But--

ORACLE looks up at the stairs, the big hat, shrugs.

ORACLE  
That? (dismissive) Just for show.  
Impresses the lookie-loos. (all  
business) So what can I do ya for?

GRAYSKULL is about to tell him, when ORACLE holds up a hand.  
narrows his eyes, shrewdly as he circles around Grayskull.

Oracle  
oooh--Wait, don't tell me....The evil  
Hordak threatens to destroy your  
kingdom...(eager) Am I right?

Grayskull  
(nods) Yes. But I fear--

ORACLE  
(hand up, interrupts again)--oooh oh  
Don't tell me. You fear you won't  
have the power to defeat him. (sly)  
Ahh, and I know just what you need.

GRAYSKULL reacts surprised.

GRAYSKULL  
You can give me this power?

ORACLE  
Me? No. You must find it yourself.  
(eyes him meaningfully) But I warn  
you: it's a long journey and won't  
be easy.

Grayskull  
(the hero) I would do anything to  
protect Eternia. Give up my very  
life if necessary.

ORACLE - sensing something -- a bit uneasy.

ORACLE  
Yes, well...<nervous AHEM>

ORACLE gazes out -- narrows his eyes. PUSHING IN:

ORACLE  
Now listen close...You must journey  
first...

**EXT. CORRIDORS OF LITHOS - night to day**

VARIOUS SHOTS: GRAYSKULL journeying -- riding his huge Green Lion thru the Corridors of Lithos...as NIGHT turns to DAY.

Oracle (VO)  
...past the Corridors of Lithos...

ANGLE - GRAYSKULL comes toward Camera -- leaving the Corridors which stretch behind him, far as the eye can see.

Oracle (VO)  
...until you reach the dreaded  
Valley of Dragons.

**EXT. VALLEY OF DRAGONS- soon**

GRAYSKULL gallops into the valley. All seems calm, until -- 2 FIERCE DRAGONS -- black & impossibly huge, bigger than any we've ever seen, appear! They ROAR & snap at him with fierce jaws...and on GRAYSKULL'S jeopardy, we....

**End act one**

**ACT TWO**

**EXT. VALLEY OF DRAGONS- ancient times**

KING GRAYSKULL -- as 2 DRAGONS snap at him, he maneuvers his Lion to avoid the massive jaws! But then he sees:

Up ahead -- 4 MORE DRAGONS, 2 on each side...shoot down fire -- GRAYSKULL courageously gallops thru the fiery gauntlet...

GRAYSKULL and LION emerge out the far side of the valley, the fierce dragons ROARING in the b.g.

ORACLE (VO)  
If you survive the Valley of  
Dragons, you'll come to the  
Labyrinth of Thorn.

**EXT. LABYRINTH OF THORN - soon**

GRAYSKULL is before a foreboding labyrinth (made of tall briar-like hedges). There's a single entrance. He enters.

INSIDE ENTRANCE - he pauses -- there are several ways to proceed - several dark, thorny-hedged pathways thru the maze.

ORACLE (VO)  
Many have entered, few have  
returned. Choose your path wisely.

GRAYSKULL looks down -- sees signs of footprints...broken  
briars etc.....then notes a particular pathway.

Grayskull  
Many footprints lead in...but only  
*that* pathway has footsteps leading  
out.

GRAYSKULL proceeds thru his chosen pathway.

A FEW SHOTS, TIME PASSING - GRAYSKULL & LION travel thru the  
briar-ed maze. And then he brightens...to see:

OTS GRAYSKULL - he sees an open exit -- leading to daylight.

CUT TO: GRAYSKULL exits the labyrinth -- CAMERA adjusts as he  
sees: the huge MT. IMPERIUM looming ahead in far distance.

ORACLE (VO)  
If you make it through, your final  
destination stands before you: Mount  
Imperium. But to reach it...

**Ext. SANDS OF TIME - soon**

GRAYSKULL travels thru the impossibly vast Sands of Time. A  
FEW SHOTS. FIERCE SUN beats down -- visible heat waves..

Oracle (VO)  
...you must cross the entire Sands  
of Time.

LATER: GRAYSKULL sees that his LION is panting, overheated,  
breathing heavy -- there is still a great distance to travel.

GRAYSKULL - dismounts and indicates a shaded area to his  
weary overheated Lion...with a water-hole nearby.

Grayskull  
(kindly) Rest here, old friend. I  
will return for you.

**Ext. MT IMPERIUM - later**

GRAYSKULL arduously climbs up the side of a mountain -  
punishing hail and snow and freezing winds whip past.

Oracle - (VO)  
Climb to the peak of Mt. Imperium.

**EXT. MOUNTAIN PEAK, mt imperium - later**

<NOTE: Imperium is from the Latin for power> GRAYSKULL -  
summits the mountain, emerging from the punishing gale.

WIDE - As he stands upon the peak, suddenly, all the wind  
and snow abates. Grayskull looks around...sees.

Oracle (VO)  
There you will find a cave...You  
must enter it...

POV - A HUGE BOULDER blocking a cave entrance. GRAYSKULL  
enters shot & crosses to the huge boulder. Seems impossibly  
large. He sets his jaw, determined - then uses all the  
strength he can muster....CLOSER - his strong arms strain and  
bulge...as...he...manages to finally move the boulder aside!

**INT. CAVE - cont.**

GRAYSKULL enters to find...the ORACLE sitting there, sipping  
tea by a campfire. Oracle looks up and smiles.

Oracle  
Ah, you made it.

GRAYSKULL is stunned, then angry.

Grayskull  
Oracle. What sort of trickery-?  
I...journeyed to find great power.

ORACLE - smiles and indicates a box. It's the same one Adam  
found his sword in.

Oracle  
Open the box. It contains a sword of  
power.

GRAYSKULL crosses to it....UP ANGLE as he opens the box and  
looks down, then reacts puzzled...as he pulls out a sword.

Grayskull  
But This is...my sword. I'd lost it  
in battle with the Snake Men. It  
possesses no great power.

ON ORACLE - he smiles.

ORACLE  
No, but you do. You discovered that  
on your journey.

ORACLE waves his hand at the fire...& in it we see images:

Crossing the Valley of Dragons (courage)...Choosing the path to the Labyrinth (wisdom)...letting the Lion rest (kindness)...moving the giant boulder (strength).

OraCLE (OS)  
You showed courage... wisdom...  
kindness...and strength...

ON ORACLE -

ORACLE  
It's all inside you, Grayskull. You  
have the power. Always have had.

GRAYSKULL looks down -- power seems to emanate from his very being...and imbues the sword.

GRAYSKULL starts to exit. ORACLE calls out and stops him.

ORACLE  
Uh, Grayskull? I wasn't sure you'd  
make it, so I didn't tell you this  
before. You will not survive the  
battle with Hordak.

ON GRAYSKULL - as it sinks in, then heroic.

GRAYSKULL  
What becomes of me is not important,  
so long as Eternia can be free from  
evil and live in peace.

GRAYSKULL -- heads out and moves past CAMERA.

**Ext. CASTLE GRAYSKULL - ancient times, later**

MATCHING ON GRAYSKULL. WIDEN TO REVEAL - he's galloping towards the gates of Castle Grayskull upon his LION. Hears the fierce SFX of a flying vehicle. He turns to see:

HORDAK - upon a great Horde Vehicle lands 50 yards away upon a rocky flat shelf. Dark clouds gather in the sky behind him. Beside him are Leech, Mantenna and Grizzlor. A contingent of HORDE TROOPERS come marching in from behind him & wait.

KING GRAYSKULL - holds his sword out in front of him -- the gleaming Castle, a symbol of good, behind him. SUNLIGHT pours down on him and the Castle.

REVERSE ON HORDAK - a darkness enveloping him -- the very symbol of evil. He signals. HORDE TROOPERS - charge CAMERA.

GRAYSKULL - charges down into battle upon his huge LION....dust kicks up from his Lion's hooves-- wielding his

sword at a cluster of HORDE TROOPERS.

ANGLE - HORDE TROOPERS fly past camera & fall to the ground.

GRAYSKULL - whomps his sword at Horde Troopers to the left & right of him...sending them running or flying wounded past Camera.

INSERT - QUICK TBD action of LEECH, MANTENNA and GRIZZLOR -- all coming at him.

IN TBD QUICK ACTION - GRAYSKULL - defeats all three of them...until it's just him and HORDAK.

HORDAK rises up and lets loose a fierce blast from his staff!

GRAYSKULL gets blasted...hits the ground hard. A beat, then he starts to get up...obviously pained and wounded, but determined -- a fierce barbarian look on his face. He painfully starts towards Hordak...sword drawn back like a baseball bat high over his shoulder.

REVERSE ON HORDAK -- as he lifts his staff and we WIDEN TO REVEAL -3 SORCERERS (same ones as from #24 "Separation" ) dramatically upon 3 mountains behind Hordak.

Hordak  
Your power is impressive, Grayskull.

DRAMATIC HORDAK - lifts his staff higher -- as the 3 Sorcerer's staffs send out beams -- which converge on Hordak's staff -- so it DRAMATICALLY shoots out TBD FX that disperse towards King Grayskull and the Castle behind him!

Hordak

I summon forth a portal to the  
terrible dimension of Despondos...

3 WIZARDS

(CHANT) Despondos...  
Despondos... Despondos

CLOSE ON GRAYSKULL - he's knocked to his knees as a huge ripple of sinister FX blast at him and the Castle.

CLOSER - GRAYSKULL on his knees -- sees his reflection in his sword -- his pained face, gets a resolute look. He starts to draw himself up, despite the pounding and force of the FX!

ON HORDAK - stunned to see Grayskull getting up.



GRAYSKULL - struggles to his feet and lifts his sword aloft-- a HUGE DRAMATIC moment - the money shot...as LIGHTNING shoots upward into the sky from his sword and he bellows:

GRAYSKULL  
I...HAVE...THE...POWER!

GRAYSKULL'S sword glows with huge energy emanating from he himself...as he aims it...& the sinister swirly energy FX that's coming at him is pushed back--as if it's warping...

ANGLE - The scene is apocalyptic. A fierce outpouring of energy...shooting outward and downward..like 9.8 earthquake...as the repelled portal pulls in everything but Grayskull & the Castle behind him...

THE GROUND before the castle is pulled downward...in impossible swirls of energy and suction...an abyss is opening and everything in its swath is pulled to it.

ANGLE - The mountains the Sorcerers are on crumble & get pulled towards the forming abyss...along with the Sorcerers.

GRAYSKULL - keeps his sword aloft -- struggling to repel against the impossible force of the portal energy!

HORDE TROOPERS are sucked in..as are the 3 Horde Members, as well as TBD others. <NOTE: This is a chance to have "cameos" of Horde Members we'll want to use in later episodes.>>

Leech, grizzlor, mantenna  
<whirling helpless cries>>

HORDAK - the last one remaining, wide-eyed in fury & surprise..as he and his vehicle are pulled towards and then down into the abyss.

Hordak (partial os)  
(fading out, echoey, as he's sucked into the deep abyss) I shall return, Grayskull. I will find the perfect vessel, and by their hand shall regain power...

GRAYSKULL lowers his sword & the fierce vortex & FX die down. He stands there, drained but victorious. We see for the first time: the NEWLY FORMED ABYSS surrounding the Castle!

GRAYSKULL grimaces, weakens and drops to his knees. THE COUNCIL MEMBERS (not Elders yet) come rushing to his side.

Sorceress (VO)  
King Grayskull had prevailed -- but at a great price. As the Oracle had

prophesied, he had been mortally  
wounded by Hordak.

GRAYSKULL looks up at the Council Members.

Grayskull  
(pained) When I am gone -- my power  
will fill you...Use it well...Rule  
with wisdom and rule with kindness..

A FALCON comes soaring in and...TRANSFORMS TO VEENA, who  
worriedly rushes in and kneels at Grayskull's side.

CLOSER - Grayskull smiles weakly at her -- he's still holding  
his sword. His voice gets weaker:

Grayskull  
(pained) Fear not, my queen. Peace  
has come at last. My sword will  
reside inside Castle Grayskull...  
until the day...evil returns...and  
by my name, a great hero is  
born...<coughs> Until then...  
promise me...

VEENA distraught, cradles him, promises:

Veena  
(fighting back tears) Yes. I will  
guard the secret of Castle  
Grayskull, and when I am no longer  
able, I will find another to take my  
place.

DOWN ANGLE ON SCENE - We see magical FX emitted from the  
dying King Grayskull...imbuing his sword with power--

THE POWER from the sword flows out and imbues the Council  
Members...and they become IMMORTAL ELDERS.

DRAMATIC - THE SWORD - glowing & magical -- goes sailing into  
the Castle. The Castle FLARES and GLOWS with great power.

VEENA looking down at her husband -- tears filling her eyes.  
HE GLOWS with a final transcendent light & then he's gone.

**INT. GRAYSKULL - KING GRAYSKULL'S CHAMBER = preSENT DAY**

BACK ON SCENE - ADAM is in awe.

ADAM  
(awed) The Power of Grayskull.  
It's King Grayskull - his power,  
inside of me, when I'm He-Man...

SORCERESS realizing.

Sorceress  
And reaching into your very dreams.  
Calling out from the past...to warn  
you: Hordak seeks to return.

ADAM - alarmed, confused.

ADAM already has his sword & raises it to TRANSFORM to SNAKE  
ARMOR HE-MAN!

**EXT. DARK HEMISPHERE - soon**

SKELETOR - racing along on his Battle Chariot. He pauses  
upon a rise...as he sees it:

IN NEAR DISTANCE - HORDAK'S LAIR - It's half-covered by sand  
and/or overgrown by vegetation.

SKELETOR is about to venture on, when he hears.

He-man (OS)  
You're not going to free Hordak,  
Skeletor.

ADJUST ANGLE - TO HE-MAN - dramatically upon Battlecat.

CLOSE UP ANGLE ON SKELETOR - a very chilling dark look.

SkeletOR  
This doesn't concern you, He-Man.

CLOSE ON SKELETOR - eyes glow red...then WIDEN- as he leaps  
out of the chariot, draws his twin blades -- mid-air.

HE-MAN - leaps off Battlecat -- into the air, blade drawn!

ANGLE - They meet -- MID-AIR! SKELETOR spins and whomps with  
one blade...two...He-Man parries the first, then somersaults  
to avoid the second...

HE-MAN lands behind SKELETOR -- who spins to meet He-Man as  
he lands. SKEL whooshes his double blades thru the air in  
dazzling display. Then does spinning move towards He-Man &  
duels him...as He-Man parries.

HE-MAN - does a dazzling move and knocks both swords from  
Skeletor's hands...SKEL looks OS for a sec...just enough time  
for He-Man to punch him -- WHOMP! -- so he flies backwards.

SKELETOR lands on the ground, hard. His two swords land  
blade first in the ground in the b.g. -- out of his reach.

HE-MAN heading towards the sanctuary -- but once he gets within a few yards of it...a forcefield like charge--emanates and ZAPS him..makings him stumble back in pain.

HE-MAN  
I know this much: once that  
sanctuary is destroyed, Hordak can  
never get free --Agggghhhh!

SKELETOR - raises a hand and his Havoc Staff flies into it.

Skeletor  
(sotto, realizing w/sly pleasure)  
Yes. Excellent point, He-Man.

SKELETOR aims his Havoc Staff in fallen He-Man's direction... but then instead of aiming it at He-Man -- he fires past him!

THE HAVOC BLAST - shoots out and strikes the lair...

HE-MAN sees this...reacts puzzled...but before he can move...

THE SANCTUARY - shakes & rumbles...and then KA-BOOM! -- it goes nuclear! A huge outpouring of FX and evil energy...

HE-MAN - caught in the wake of the tremendous explosion....goes flying end over end thru the air....

ANGLE - some 50 yards away - HE-MAN comes tumbling in end-over-end and lands...with a crashing thud...and passes out.

DRAMATIC - in f.g. SKELETOR - upon a rise in his Ram Chariot, cackles. He sees the lair sink into the ground as if it never existed!

Skeletor  
<cackles>

CUT TO: HE-MAN stirs to consciousness...clouds of nuclear-like FX filling the sky. He hears hoofbeats, looks to see...

SKELETOR - eyes glowing red and cackling as he races past on his Ram Chariot, its nostrils spewing smoke.

CLOSE ON HE-MAN - as BATTLECAT comes over to him.

He-man  
(puzzled, dazed) It's as if...he  
didn't want to set Hordak free.

PULL BACK TO EVIL-LYN - watching all this unseen from her vantage point, hovering upon a Griffin. She glances over at the site of the destroyed sanctuary of Hordak.

Evil-LYN  
How very

CLOSE ON EVIL-LYN - she gets a delicious sly look.      Whatever  
is she planning in that cunning mind of hers?

Evil-lyn  
Interesting.

**FADE OUT.**

**The end**

MORAL TAG:

**EXT. CASTLE GRAYSKULL - DAY**

HE-MAN sits upon BATTLECAT.    The castle looms up in the b.g.

HE-MAN

The best way to work out differences and conflicts is  
through talking, not fighting.    If you're willing to do that,  
almost any problem can be solved.    Until next time...

FADE OUT.